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*Attorneys for USA Capital Diversified Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED FUND,  
 LLC,  
 Debtor.

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

Affects:  
☒ All Debtors  
☐ USA Commercial Mortgage Company  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

Chapter Number: 11

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

**SUBSTITUTION OF COUNSEL**

USA Capital Diversified Trust Deed Fund, LLC ("Diversified Fund"), hereby substitutes the law firm of ORRICK, HERRINGTON & SUTCLIFFE LLP, 400 Capitol Mall, Suite 3000, Sacramento, California 95814-4497, in the place of RAY QUINNEY & NEBEKER, P.C., 36 South State Street, Suite 1400, Salt Lake City, Utah 84111, as its Counsel, and the law firm of BECKLEY SINGLETON, CHTD., 530 Las Vegas Boulevard South, Las Vegas, Nevada 89101,

1 in the place of SCHWARTZER & MCPHERSON LAW FIRM, 2850 South Jones Boulevard, #1,  
2 Las Vegas, Nevada 89146, as its Special (Nevada) Counsel in the above-captioned matters.

3 DATED this 14th day of March 2007.

4 USA CAPITAL DIVERSIFIED TRUST DEED  
5 FUND, LLC

6 By: Michael A. Tucker  
7 Michael Tucker, Administrator

8 We hereby agree to be substituted in the place of RAY QUINNEY & NEBEKER, P.C. in  
9 the above-captioned matters, as Counsel for Diversified Fund.

10 DATED this 14th day of March 2007.

11 ORRICK, HERRINGTON & SUTCLIFFE LLP

12 By: Marc A. Levinson  
13 Marc A. Levinson (California Bar No. 57613)  
14 Jeffery D. Hermann (California Bar No. 90445)  
15 400 Capitol Mall, Suite 3000  
Sacramento, California 95814-4497  
Telephone: (916) 447-9200

16 We hereby agree to the substitution of the law firm of ORRICK, HERRINGTON &  
17 SUTCLIFFE LLP, as Counsel for Diversified Fund in the above-captioned matters, in our place  
18 and stead.

19 DATED this \_\_\_\_th day of March 2007.

20 RAY QUINNEY & NEBEKER, P.C.

21 By: \_\_\_\_\_  
22 Annette W. Jarvis (Utah Bar No. 1649)  
23 Steven C. Strong (Utah Bar No. 6340)  
24 36 South State Street, Suite 1400  
Salt Lake City, Utah 84111  
Telephone: (801) 532-1500

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27 ///

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14 Jeffery D. Hermann (California Bar No. 90445)  
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22 RAY QUINNEY & NEBEKER, P.C.

23 By: /s/ Steven C. Strong  
24 Annette W. Jarvis (Utah Bar No. 1649)  
25 Steven C. Strong (Utah Bar No. 6340)  
26 36 South State Street, Suite 1400  
27 Salt Lake City, Utah 84111  
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5 By: Anne M. Loraditch  
6 Bob L. Olson (Nevada Bar No. 3783)  
7 Anne M. Loraditch (Nevada Bar No. 8164)  
8 530 Las Vegas Boulevard South  
9 Las Vegas, Nevada 89101  
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12 as Special (Nevada) Counsel for Diversified Fund in the above-captioned matters, in our place  
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14 DATED this 14 th day of March 2007.

15 SCHWARTZER & MCPHERSON LAW FIRM

16 By: Lenard E. Schwartz  
17 Lenard E. Schwartz (Nevada Bar No. 0399)  
18 Jeanette E. McPherson (Nevada Bar No. 5423)  
19 2850 South Jones Boulevard, #1  
20 Las Vegas, Nevada 89146  
21 Telephone: (702) 228-7590